

RECORDATION NO. 23614-6  
FILED

JAN 13 '11 -1 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 13, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Delegation Agreement, dated as of January 13, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation Agreement previously filed with the Board under Recordation Number 23614-C.

The names and addresses of the parties to the enclosed document are:

Lessor:	GIE Finliner Diablo 16, rue de Hanovre 75002 Paris France
Lessee:	National Railroad Passenger Corporation 10 G Street, NE Washington, DC 20002
Owner Trustee:	Amtrak Trust HS-EDC-2 c/o Wilmington Trust Company 1100 North Market Street Wilmington DE 19801

Chief, Section of Administration  
January 13, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

High Speed Trainset Number 15 consisting of 8 railcars AMTK 2007, 2028, 3211, 3314, 3411, 3522, 3524 and 3545.

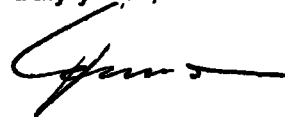
A short summary of the document to appear in the index is:

Termination and Release Delegation Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**TERMINATION AND RELEASE  
DELEGATION AGREEMENT**

This TERMINATION AND RELEASE dated as of January 13, 2011 (this "Termination") is among GIE FINLINER DIABLO, a *groupeement d'intérêt économique* organized under the laws of France, having its registered office (*siège social*) at 16, rue de Hanovre, 75002 Paris, France, registered under identification number 432 266 492 RCS Paris (in such capacity, the "Lessor"), NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak") and AMTRAK TRUST HS-EDC-2, by WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor").

**WITNESSETH:**

WHEREAS, Lessor and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, and (ii) that certain Lease Supplement dated August 3, 2001 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak,

WHEREAS, Lessor, Amtrak and US Lessor have entered into that certain Delegation Agreement dated August 15, 2001, which was filed and recorded on August 14, 2001 at 10:31 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23614-C (the "Delegation Agreement");

WHEREAS, pursuant to the Trust Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Delegation Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of January 13, 2011, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to US Lessor; and

WHEREAS, on the date hereof, Lessor, Amtrak and US Lessor have made arrangements satisfactory to each of them to terminate the Delegation Agreement.

NOW, THEREFORE, Lessor, Amtrak and US Lessor agree as follows:

Section 1. Termination of the Delegation Agreement and Release of the Units. The Delegation Agreement is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Delegation Agreement are hereby terminated and released.

Section 2. Further Assurances. Lessor and US Lessor hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or  
*Delegation Agreement Termination and Release*  
*(GIE Finliner Diablo)*

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releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor, Amtrak and US Lessor severally represents and warrants as to itself only that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and US Lessor have full authority to terminate and release all of their respective right, title and interest in and to the Delegation Agreement and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GIE FINLINER DIABLO

By:



Name: VINCENT GUERBÉ

Title: REPRESENTANT DE L'ADMINISTRATION

Address: 16, rue de Hanovre,  
75002 Paris, France

Bon pour légalisation matérielle  
par le notaire à Paris, soussigné  
de la signature ..... de M. Guerbé  
Vincent GUERBÉ



Thierry DELESALLE

*Delegation Agreement Termination and Release  
(GIE Finliner Diablo)*

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:

Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

DISTRICT OF COLUMBIA

) ss.:  
)  
)

On this 10 day of JANUARY, 2011, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


  
\_\_\_\_\_  
Notary Public, DC

My Commission Expires: June 30, 2014

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

AMTRAK TRUST HS-EDC-2

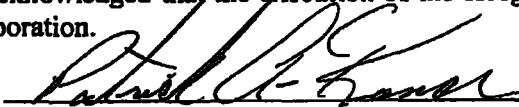
By: WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Owner Trustee

By:   
Name: Robert J. Perkins  
Title: Vice President



STATE OF DELAWARE                    )  
  ) SS.:  
COUNTY OF NEW CASTLE            )

On this 5 day of January, 2011, before me personally appeared Robert J. Perkins to me personally known, who, by me being duly sworn, says that he/she is the VP of WILMINGTON TRUST COMPANY, Owner Trustee for Amtrak Trust HS-EDC-2, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: \_\_\_\_\_

**PATRICK A. KANAR**  
Notary Public - State of Delaware  
My Comm. Expires April 6, 2012



ACKNOWLEDGED AND AGREED:


EXPORT DEVELOPMENT CANADA

By:   
Name: TALAL M. KATROUZ  
Title: ASSET MANAGER

By:   
Name: TREVOR MULLIGAN  
Title: ASSET MANAGER

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:   
Name: Artis Cummings, OCTS  
Title: Banking Officer

**DESCRIPTION OF UNITS**

<b>Description</b>	<b>Amtrak Equipment Numbers</b>
High Speed Trainset Number 15, manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2028 AMTK 2007
One (1) First Class Car	AMTK 3211
Three (3) Coach Cars	AMTK 3522 AMTK 3524 AMTK 3545
One (1) Bistro Car	AMTK 3314
One (1) End Coach Car	AMTK 3411

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/13/11



\_\_\_\_\_  
Robert W. Alvord